

2-12-86

See Exhibit A

Subsidiary corporation a _____ corporation

INTO

GOLD FIELDS AMERICAN INDUSTRIES, INC.

Parent corporation a Maine corporation

Pursuant to 13-A MRSA §906 the undersigned corporation _____

Gold Fields American Industries, Inc

(parent corporation)

a corporation of the State of Maineowning at least 90% of the outstanding shares of each class of See Exhibit A

(subsidiary corporation)

a corporation of the State of See Exhibit A

adopts the following Articles of Merger

FIRST The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are as follows

Name of Corporation	State
Gold Fields American Industries, Inc	Maine
AZCON Corporation	Delaware
Brown-Strauss Steel, Inc	Colorado
George E Failing Company, Inc	Delaware
King Oil Tools, Inc	Texas
Knoxville Iron Company	Delaware
Steel Service Company	Tennessee
Standard Alloys & Manufacturing Company	Delaware

Site: Wilmington-Delaware
 ID #: MOB 980 688 101
 Break: 11/11
 Other: 2/12/86
 0736

SECOND The laws of the State under which the foreign participating corporation is organized permits such merger under substantially the same terms as 13-A MRSA §904

THIRD The name of the surviving corporation is Gold Fields American Industries, Inc

and such corporation is to be governed by the laws of the State of Maine

FOURTH The plan of merger set forth in Exhibit Attached hereto was approved by the Board of Directors of the undersigned corporation

FIFTH The number of outstanding shares of each class of the participating subsidiary corporation and the number of shares of each class owned by the parent surviving corporation is as follows

Name of Subsidiary Corporation	Designation of Class	Number of Outstanding Shares	Number of Shares Owned by Parent
See Exhibit C			

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SIXTH The date of the mailing to each shareholder of the subsidiary corporation of a copy of the plan of merger is N/A 100% owned subsidiaries ~~xxxx~~

SEVENTH Effective date of the merger (if other than the date of filing of Articles) is Feb 12, 1986

(Not to exceed 60 days from date of filing of the Articles)

EXHIBIT A

<u>Name of Subsidiary Corporation</u>	<u>State of Incorporation</u>	<u>Address of the Registered Office</u>
AZCON Corporation	Delaware	100 West 10th Street Wilmington, Delaware 19801
Brown-Strauss Steel, Inc	Colorado	1219 Chambers Road Aurora, Colorado 80011
George E Failing Company, Inc	Delaware	100 West 10th Street Wilmington, Delaware 19801
King Oil Tools, Inc	Texas	c/o CT Corporation System 811 Dallas Avenue Houston, Texas 77002
Knoxville Iron Company	Delaware	100 West 10th Street Wilmington, Delaware 19801
Steel Service Company	Tennessee	c/o C T Corp System 530 Gay Street Knoxville, Tennessee 30902
Standard Alloys & Manufacturing Company	Delaware	100 West 10th Street Wilmington, Delaware 19801

EXHIBIT B

PLAN OF MERGER

PLAN OF MERGER, dated as of November 29, 1985, by and among Gold Fields American Industries, Inc (formerly known as AZCON Corporation and AZ Holding Corporation), a corporation organized under the laws of the State of Maine (the "Parent Corporation"), and AZCON Corporation, a corporation organized under the laws of the State of Delaware, Brown-Strauss Steel, Inc , a corporation organized under the laws of the State of Colorado, King Oil Tools, Inc , a corporation organized under the laws of the State of Texas, Knoxville Iron Company, a corporation organized under the laws of the State of Delaware, Standard Alloys & Manufacturing Company, a corporation organized under the laws of the State of Delaware, Steel Service Company, a corporation organized under the laws of the State of Tennessee and George E Failing Company, Inc , a corporation organized under the laws of the State of Delaware (individually, a "Subsidiary", collectively, the "Subsidiaries")

1 Pursuant to Sections 904 and 906 of the Maine Business Corporation Act, Section 253 of the General Corporation Law of the State of Delaware, Article 5 16 of the Texas Business Corporation Act, Sections 48-1-904 and 48-1-906 of the Tennessee General Corporation Act, and Section 7-7-106 of the Colorado Corporation Code, the Plan of Merger was

adopted by a resolution of the Board of Directors of the Parent Corporation on November 26, 1985

2 The Subsidiaries shall be merged with and into the Parent Corporation (the "Merger") on the date of filing of Articles of Merger with the Secretary of State of the State of Maine (the "Effective Time") The Parent Corporation shall be the surviving corporation (the "Surviving Corporation") The separate existence of the Subsidiaries shall cease at the Effective Time, and all actions thereafter taken shall be taken in the name of the Surviving Corporation

3 The terms and conditions of the Merger, including the manner and basis of converting the shares of the Subsidiaries, into shares or other securities or obligations of the Surviving Corporation or the cash or other consideration to be paid or delivered by the Surviving Corporation upon surrender of each share of the Subsidiaries, shall be as follows

(a) No cash or other consideration shall be paid or delivered for the shares of capital stock of the Subsidiaries, and none of the shares of capital stock of the Subsidiaries will be converted into shares or other securities or obligations of the Surviving Corporation, and the certificates for such shares of the Subsidiaries shall be automatically cancelled without further action on the part of the Parent Corporation

(b) At the Effective Time, the Articles of Incorporation (as amended) and the By-Laws of the Parent Corporation shall continue as the Articles of Incorporation (as amended) and By-Laws of the Surviving Corporation and shall remain unchanged as a result of the Merger, until amended or changed as provided therein or as provided by the laws of the State of Maine

(c) At the Effective Time, the directors and officers of the Parent Corporation shall continue as directors and officers of the Surviving Corporation and shall hold office until their respective successors are elected and qualified in accordance with the By-Laws of the Surviving Corporation. The then officers of each Subsidiary shall continue to act and be authorized to act on behalf of the Surviving Corporation in respect to the business of such Subsidiary now carried on by the Surviving Corporation, in the same manner and to the same extent to which they acted and were authorized to act prior to the Merger

(d) From and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as of a private nature of the Subsidiaries, and of all of the property, real and personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other

chooses of action, and all and every other interest of or belonging or due to the Subsidiaries shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate or any interest therein vested in any such Subsidiary shall not revert or be in any way impaired by reason of the Merger.

(e) From and after the Effective Time, the Surviving Corporation shall have and be responsible and liable for all liabilities and obligations of each of the Subsidiaries, and any claim existing or action or proceeding pending by or against any Subsidiary may be prosecuted as if the Merger had not taken place (subject to those same defenses in equity or at law that were available to such Surviving Corporation prior to the Merger), or the Surviving Corporation may be substituted in place of such Subsidiary. Neither the rights of creditors nor any lien upon the property of any Subsidiary shall be impaired in any respect whatsoever by the Merger.

4 The Surviving Corporation hereby agrees that, from and after the Effective Time, it may be served with process for the enforcement of any obligations of the Subsidiaries, in the States of Maine, Delaware, Colorado, Texas and Tennessee, respectively.

5 The Surviving Corporation irrevocably appoints the respective Secretaries of State of the States of Maine, Delaware, Colorado, Texas and Tennessee as its agent to accept service of process in each such State in any proceeding referred to in the preceding paragraph

6 The Board of Directors of the Parent Corporation, at any time prior to the Effective Time, may amend or abandon the Merger at the absolute discretion of said Board of Directors

7 Prior to the Effective Time, the Subsidiaries shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. In case at any time after the Effective Time the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable to vest in or confirm to the Surviving Corporation full title to all the properties, assets, rights and privileges of the Subsidiaries, the last acting officers and directors of the Subsidiaries, at the expense of the Surviving Corporation, shall execute and deliver all such instruments and take all such action as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such

properties, assets, rights, privileges and franchises, and otherwise to carry out the purposes of this Plan of Merger

Gold Fields American Industries, Inc

By Will M. Kelly
Vice President

By VAF Lynnie
Secretary

EXHIBIT C

<u>Name of Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>No of Outstanding Shares</u>	<u>No of Outstanding Shares Owned by Parent</u>
AZCON Corporation	Common	100	100
Brown-Strauss Steel, Inc	Common	100	100
George E Failing Company, Inc	Common	100	100
King Oil Tools, Inc	Common	1,000	1,000
Knoxville Iron Company	Common	100	100
Steel Service Company	Common	100	100
Standard Alloys & Manufacturing Company	Common	100	100